

Exhibit B

August Fee Application

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

Objection Deadline: October 17, 2001 at 4:00 p.m.
Hearing Date: TBD only if necessary

NOTICE OF FILING OF SECOND MONTHLY FEE APPLICATION

To: (1) Office of the United States Trustee; (2) Counsel to the Debtors; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the Equity Committee; and (7) Counsel to the debtor-in-possession lenders (the "DIP Lenders").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Reed Smith, Special Asbestos Products Liability Defense Counsel to the above-captioned debtors and debtors in possession in the above captioned chapter 11 cases, filed and served the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Second Monthly Interim Period from August 1, 2001 through August 31, 2001 and the Summary in connection therewith, seeking compensation in the amount of \$90,113.00 and reimbursement for actual and necessary expenses in the amount of \$4,048.11 (the "Fee Application").²

You are required to file with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, an objection to the attached Fee Application on or before October 17, 2001 at 4:00 p.m.

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Reed Smith, Special Asbestos Products Liability Defense Counsel for the Debtors, James J. Restivo, Jr., Esq., Reed Smith LLP, 435 Sixth Avenue, Pittsburgh, PA 15219 (fax no. 412.288.3063); (ii) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312.861.2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302.652.4400); (iii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212.806.6006),

² Pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered on May 3, 2001 (the "Order"), Reed Smith will only be paid \$72,090.40, 80% of the compensation represented in this Fee Application, plus 100% of actual and necessary expenses. Reed Smith will seek approval of the remainder of their compensation in a quarterly fee application that will be filed in accordance with the Order.

and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302.657.4901); (iv) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami Florida 33131 (fax number 305.374.7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302.575.1714); (v) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212.644.6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (vi) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312.993.9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vii) Counsel to the Equity Committee, Thomas Moers Mayer, Esquire, Krane, Levin, Naftalis & Frankel, LLP, 919 Third Avenue, New York, New York 10022 (fax number 212.715.8000); and (viii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302.573.6497).

A HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF
OBJECTIONS OR REPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUEST IN THE FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 27, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
kgwynne@reedsmith.com

and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412.288.3063

Special Asbestos Products Liability Defense
Counsel

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

**SUMMARY OF THE VERIFIED APPLICATION OF REED SMITH LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL ASBESTOS PRODUCT LIABILITY DEFENSE
COUNSEL TO DEBTORS FOR THE SECOND MONTHLY INTERIM PERIOD
FROM AUGUST 1, 2001 THROUGH AUGUST 31, 2001**

Name of Applicant: Reed Smith LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001,
effective as of April 2, 2001

Period for which compensation and
reimbursement is sought: August 1, 2001 through August 31, 2001

Amount of Compensation sought as actual,
Reasonable, and necessary: \$90,113.00

This an: X monthly ___ interim __ final application.

Prior Applications filed: Yes.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
8/28/01	4/2/01 through 7/31/01	\$40,583.00	\$356.92	No objections served on counsel	No objections served on counsel

As indicated above, this is the second application for monthly interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.²

The total time expended for the preparation of this application is approximately 15 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$4,500.00.

The Reed Smith attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	30 Years	Litigation	\$380.00	54.70	\$21,333.00
Lawrence E. Flatley	Partner	26 Years	Litigation	\$340.00	31.40	\$10,676.00
Douglas E. Cameron	Partner	17 Years	Litigation	\$325.00	115.90	\$37,667.50
Andrew J. Trevelise	Partner	22 Years	Litigation	\$325.00	18.80	\$6,110.00
James W. Bentz	Partner	13 Years	Litigation	\$260.00	28.00	\$7,280.00
Stephen J. DelSole	Associate	7 Years	Litigation	\$250.00	4.80	\$1,200.00
Traci Sands Rea	Associate	6 years	Litigation	\$240.00	.60	\$144.00

² Any capitalized terms not defined herein have the meaning ascribed to them in the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Second Monthly Interim Period from August 1, 2001 through August 31, 2001.

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
M. Susan Haines	Paralegal	28 Years	Litigation	\$135.00	40.50	\$5,467.50
Maureen C. Atkinson	Paralegal	25 Years	Litigation	\$110.00	.60	\$66.00
Keith D. Warren	Paralegal	8 Years	Litigation	\$130.00	1.30	\$169.00

Total Fees: \$90,113.00

Expense Summary

Description	Amount
Standard Copies	\$ 1,060.60
Lexis	14.00
Westlaw	12.33
Postage Expense	.34
Courier Service	130.64
Outside Duplicating	22.98
Secretarial Overtime	195.00
Lodging	226.58
Transportation	68.00
Air Travel Expense	2,028.00
Taxi Expense	162.00
Mileage Expense	29.76
Telephone	47.38
Travel Meals	50.50
Total	\$4,048.11

Dated: September 27, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
kgwynne@reedsmith.com

and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412.288.3063

Special Asbestos Products Liability Defense
Counsel

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JJF)
)	(Jointly Administered)
)	
Debtors.)	

VERIFIED APPLICATION OF REED SMITH LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL ASBESTOS PRODUCTS LIABILITY DEFENSE COUNSEL TO DEBTORS, FOR THE SECOND MONTHLY INTERIM PERIOD FROM AUGUST 1, 2001 THROUGH AUGUST 31, 2001

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order") and Del.Bankr.LR 2016-2, the law firm of Reed Smith LLP ("Applicant" or "Reed Smith"), Special Asbestos Products Liability Defense Counsel for the above-captioned debtors and debtors in possession (collectively, the "Debtors") in their Chapter 11 cases, hereby applies for an order allowing it (i) compensation in the amount of \$90,113.00 for the reasonable and

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

necessary legal services Reed Smith has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that Reed Smith incurred in the amount of \$4,048.11 (the "Application"), for the period from August 1, 2001, through August 31, 2001 (the "Fee Period"). In support of this Application, Reed Smith respectfully states as follows:

Retention of and Continuing Disinterestedness of Reed Smith

1. On April 2, 2001 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On July 19, 2001, the Debtors were authorized by the Court to retain Reed Smith as Special Asbestos Products Liability Defense Counsel, effective as of the Petition Date ("Retention Order"). This Retention Order authorizes the Debtors to compensate Reed Smith at Reed Smith's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court. On May 3, 2001 this Court entered the Interim Compensation Order, pursuant to which this Fee Application is being filed.

3. As disclosed in the Affidavit of James J. Restivo, Jr. in Support of the Application of the Debtors to employ Reed Smith LLP as Special Defense Counsel for the Debtors in Asbestos Product Liability Actions, (the "Restivo Affidavit"), filed July 2, 2001, Reed Smith does not hold or represent any interest adverse to the estates, and is a disinterested person as that term is

defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

4. Reed Smith may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. Reed Smith disclosed in the Restivo Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. Reed Smith will update the Restivo Affidavit when necessary and when Reed Smith becomes aware of any material new information.

5. This is the second application for monthly interim compensation for services rendered that Reed Smith has filed with the Bankruptcy Court in connection with the Chapter 11 Cases.

Reasonable and Necessary Services Rendered by Reed Smith

6. The Reed Smith attorneys who rendered professional services in the Chapter 11 Cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	30 Years	Litigation	\$380.00	54.70	\$21,333.00
Lawrence E. Flatley	Partner	26 Years	Litigation	\$340.00	31.40	\$10,676.00
Douglas E. Cameron	Partner	17 Years	Litigation	\$325.00	115.90	\$37,667.50
Andrew J. Trevelise	Partner	22 Years	Litigation	\$325.00	18.80	\$6,110.00
James W. Bentz	Partner	13 Years	Litigation	\$260.00	28.00	\$7,280.00
Stephen J. DelSole	Associate	7 Years	Litigation	\$250.00	4.80	\$1,200.00
Traci Sands Rea	Associate	6 years	Litigation	\$240.00	.60	\$144.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
M. Susan Haines	Paralegal	28 Years	Litigation	\$135.00	40.50	\$5,467.50
Maureen C. Atkinson	Paralegal	25 Years	Litigation	\$110.00	.60	\$66.00
Keith D. Warren	Paralegal	8 Years	Litigation	\$130.00	1.30	\$169.00

Total Fees: \$90,113.00

7. Each of the persons who has performed service herein has kept daily time records setting forth the services and time expended in connection herewith.

8. The rates described above are Reed Smith's hourly rates for services of this type. Attached as Exhibit A is a detailed itemization and description of the services that Reed Smith rendered during the Fee Period. Based on these rates and the services performed by each individual, the reasonable value of such services is \$90,113.00 [80% = \$72,090.40]. The Reed Smith attorneys and paraprofessionals expended a total of 296.60 hours for these cases during the Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

9. Further, Exhibit A (a) identifies the individuals that rendered the services, (b) describes each activity or service that each individual performed and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

Actual and Necessary Expenses

10. It is Reed Smith's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is Reed Smith's policy to charge its clients only the amount actually incurred by Reed Smith in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, out-going facsimile transmissions, airfare, meals, and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate with allowances for class upgrades.

11. Reed Smith charges \$0.15 per page for duplication. Reed Smith does not charge clients for outgoing telecopier transmissions (other than related toll charges) or for incoming telecopier transmissions.

12. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by Reed Smith on the Debtors' behalf during the Fee Period is attached hereto as Exhibit B. All of these disbursements comprise the requested sum for Reed Smith's out-of-pocket expenses, totaling \$4,048.11.

Representations

13. Reed Smith believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

14. Reed Smith performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other person.

15. Reed Smith has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

16. Pursuant to Fed. R. Bank. P. 2016(b), Reed Smith has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of Reed Smith, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

17. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. Reed Smith reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

WHEREFORE, for the reasons set forth above, Applicant respectfully requests this Court to enter an order allowing, authorizing and directing payment of interim compensation in the amount of \$90,113.00 [80% = \$72,090.40] for legal services rendered on behalf of Debtors during the

period: August 1, 2001 through August 31, 2001, and reimbursement of expenses incurred during the same period in the amount of \$4,048.11.

Dated: September 27, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
kgwynne@reedsmith.com

and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412-288-3063

Special Asbestos Products Liability Defense
Counsel

REED SMITH LLP
PO Box 360074M
Pittsburgh, PA 15251-6074
Tax ID# 25-0749630

W.R Grace & Co.
One Town Center Road
Boca Raton, FL 33486

Invoice Number 893049
Invoice Date 09/25/01
Client Number 172573

=====

Re: W. R. Grace & Co.

{60026} Special Abestos Counsel

Fees 90,113.00

TOTAL BALANCE DUE UPON RECEIPT \$ 90,113.00
=====

REED SMITH LLP
 PO Box 360074M
 Pittsburgh, PA 15251-6074
 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number 893049
 Invoice Date 09/25/01
 Client Number 172573
 Matter Number 60026

=====

Re: (60026) Special Abestos Counsel

FOR PROFESSIONAL SERVICES PROVIDED THROUGH AUGUST 31, 2001

Date	Name		Hours
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07/31/01	Atkinson	Telephone call with Jean from Grace re: Barbanti PI hearing exhibits and reviewing files for same.	.40
08/01/01	Bentz	Review of debtors' proposed case management order re handling of products liability claims.	.25
08/01/01	Cameron	Prepare for and participate in conference call with R. Finke and K&E lawyer regarding attic insulation cases (1.3); continue review of bankruptcy materials and prepare for meeting in Chicago (2.6); prepare for and revise organizational memo (1.1); prepare and revise memo regarding conference call (.90); review proposed meeting outline from D. Bernick (.70).	6.60
08/01/01	DelSole	Continued review and analysis of Daubert opinions concerning admissibility of experts.	2.50
08/01/01	Restivo	Prepare for Chicago meeting, including agenda mark-up and case review	4.00
08/02/01	Bentz	Review of materials re disposition of attic fill, property damage and personal injury cases.	2.20

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 2

Date	Name		Hours
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08/02/01	Cameron	Prepare for and meet with J. Restivo in preparation for meeting with bankruptcy counsel in Chicago (1.4); participate in meeting in Chicago with D. Bernick, et al. (7.5); meet with J. Restivo regarding post meeting discussions (.80).	10.20
08/02/01	Restivo	To/from Chicago and meeting with Messrs. Bernick, Siegel, et al., re planning	10.00
08/03/01	Bentz	Review of materials re'proposed plan for dealing with attic insulation, property damage and personal injury actions.	1.60
08/03/01	Restivo	Telephone calls with A. Trevelise and take steps per strategy meeting	1.50
08/03/01	Trevelise	Telephone call with J. Restivo re: document review and production issues.	.80
08/06/01	Bentz	Review of materials regarding attic fill cases, personal injury cases and property damage cases.	1.75
08/06/01	Flatley	Reviewing accumulated correspondence (1.00); with J. Restivo re: status (.80); call with Ms. Pope re: Spokane documents (.30); follow up re: search for Spokane documents, including call and e-mail to R. Finke (.80).	2.90
08/06/01	Haines	Conference with Trevelise, research, memo re: status of document review and production in class actions; telephone call with Latuda; memos to Systems re: database status.	3.30
08/06/01	Restivo	Telephone calls with D. Siegel and R. Finke; report to L. Flatley; memo re status, goals and deadlines; telephone call with T. Hardy re experts	2.50

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 3

Date	Name		Hours
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08/06/01	Trevelise	Review file materials and notes and conference with Susan Haines to prepare draft of memo re: status of document production review and plan to complete document review.	2.00
08/07/01	Haines	Review Trevelise memo to Restivo re: scope of project; conference with Trevelise re: same; memos to Goldbach re: production CDs.	.70
08/07/01	Restivo	Telephone calls with T. Hardy and R. Finke	.50
08/07/01	Trevelise	Review and revise memo re: status of document review.	.40
08/08/01	Atkinson	Telephone calls with W. R. Grace, Reed Smith re: exhibits from November Preliminary Injunction.	.20
08/08/01	Bentz	Review of memoranda regarding plan for dealing with ZAI cases, personal injury case and property damage cases; review of pleadings filed regarding case management plan and proposed Order.	2.90
08/08/01	Cameron	Prepare for and participate in conference call with T. Hardy and J. Restivo re: regulatory work (.70); prepare for and participate in conference call with T. Hardy (.50); review memo of meeting in Chicago and meet with J. Restivo re: same (1.9); review correspondence and governmental reports from Grace (.90).	4.00
08/08/01	Flatley	Message from R. Finke and call with him (.30); review J. Restivo memorandum on Kirkland & Ellis meeting and attached papers (.70).	1.00
08/08/01	Haines	Multi memoranda re: scanning proposals; telephone call with Trevelise.	.80

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 4

Date	Name		Hours
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08/08/01	Restivo	Meeting with D. Cameron; call with T. Hardy re non-testifying consultant	1.00
08/08/01	Trevelise	Review correspondence re: current document database; telephone call to J. Restivo re: document review issues.	.10
08/09/01	Bentz	Review of materials regarding Libby claims.	.90
08/09/01	Cameron	Organize materials received from K&E and Grace and review litigation material relating to ZAI and MK-3 matters (6.2); meet with J. Restivo re: strategy and organization (.3).	6.50
08/09/01	Flatley	Quick review of correspondence (.20); with D. Cameron (.20).	.40
08/09/01	Haines	Memos re: resumption of document review.	.30
08/09/01	Restivo	Overall review of pleadings, work product, correspondence, to design overall strategy	4.20
08/10/01	Bentz	Review of materials regarding Libby.	.60
08/10/01	Cameron	Review outline and summaries from R. Finke (1.7); review materials relating to government's work with attic insulation and additional studies (1.4); review fee application materials (.60).	3.70
08/10/01	Flatley	R. Senftleben e-mail and response (.10); e-mail from/to R. Finke (.10); organizing materials to be reviewed (.70).	.90
08/10/01	Restivo	Telephone call with A. Trevelise re document review program	1.00

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 5

Date	Name	Hours
08/10/01	Trevelise	.40
	Review correspondence re: EPA document review; telephone call with J. Restivo re: status of document review and production.	
08/11/01	Cameron	1.50
	Review materials relating to attic insulation cases.	
08/13/01	Bentz	1.80
	Review of materials in Libby and alleged asbestos exposures.	
08/13/01	Cameron	3.90
	Review materials from Kirkland & Ellis and organize attic fill materials.	
08/13/01	Trevelise	.30
	Review document review memo re: status of document review.	
08/14/01	Cameron	5.40
	Prepare and revise materials for fee applications (2.5); review court filings and documents related to attic insulation claims (2.9).	
08/14/01	Flatley	1.40
	Reviewing materials in preparation for conference call on expert witnesses.	
08/14/01	Restivo	.50
	Review of new correspondence, e-mails, etc.	
08/14/01	Trevelise	.20
	Telephone call with C. Latuda re: meeting and review correspondence re: same.	
08/15/01	Bentz	1.90
	Review of materials regarding insufficiency of attic fill claims under Daubert.	
08/15/01	Cameron	3.90
	Prepare for meeting with J. Restivo regarding open tasks and strategy and continue review of attic insulation cases (2.60); review e-mail and outline from R. Finke and prepare for call (1.30).	
08/15/01	Restivo	4.80
	Continue review of pertinent material re historical tests, government pronouncements, experts, witness files, et al.	

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 6

Date	Name		Hours
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08/15/01	Trevelise	Telephone call with M. Murphy re: document review meeting.	.10
08/16/01	Cameron	Prepare for and participate in meeting with J. Restivo and L. Flatley regarding tasks and responsibilities for attic fill and asbestos cases and follow up from meeting with memo (4.80); review materials from R. Finke and telephone conference with R. Finke regarding same and upcoming meetings (.90); review historical documents and charts and transmit to R. Finke and K&E (1.10).	6.80
08/16/01	Flatley	With J. Restivo re: meeting (.10); meeting with D. Cameron and J. Restivo (2.10); organizing follow up after meeting (.30).	2.50
08/16/01	Rea	Met with D. Cameron on testing data and e-mail re same	.30
08/16/01	Restivo	Strategy meeting; call to R. Finke; draft litigation plan work flow; revise Trevelise document; review program.	3.80
08/16/01	Trevelise	Telephone call with Jim Restivo re: document review memo and status; review and revise document review memo.	.60
08/17/01	Bentz	Review of Zonolite plaintiffs' objections to various motions.	.50
08/17/01	Cameron	Review and revise chart regarding areas of responsibility and telephone conference with R. Finke regarding same (.60); meet with L. Flatley regarding same (.20); telephone conference with R. Finke regarding scheduling meeting and strategy discussions regarding same (.60); review materials in preparation for conference calls and meetings week of 8/20 regarding attic insulation cases (2.9).	4.30

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 7

Date	Name	Hours
08/17/01	Flatley	5.80
	Review correspondence and organizing (1.1); prepare for 8/21 conference call (4.0); conference with R. Senftleben (0.4); conference with D. Cameron (0.3).	
08/17/01	Haines	1.20
	Multi telephone calls re: preparation for repository/document review meeting; research, memos to M. Murphy re: number of pages scanned; review revised memo re: document review recommendations.	
08/18/01	Cameron	1.10
	Review materials in preparation for conference calls on 8/20.	
08/19/01	Flatley	1.80
	Review K&E memoranda in preparation for 8/21 conference call.	
08/20/01	Bentz	1.00
	Review of Zonolite plaintiffs' objections to proposed case management order.	
08/20/01	Cameron	4.90
	Prepare for and participate in conference with R. Finke and K&E regarding strategy for attic insulation cases and memo regarding same (.9); Prepare strategy memo and recommendation (1.9); Telephone call with former trial counsel regarding expert witness issues and memo regarding same (.8); Review material from preliminary injunction hearing and provide to counsel (.9); Telephone call with R. Finke regarding meetings (.4).	
08/20/01	Flatley	1.20
	E-mail to D. Cameron (0.1); review medical expert information for 8/21 conference call (1.1).	
08/21/01	Cameron	6.30
	Prepare for and meet with L. Flatley and participate in conference call with Grace in-house lawyers and K&E lawyers regarding attic insulation cases (2.3); Finalize strategy/recommendations memo	

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 8

Date	Name	Hours
	regarding attic insulation cases (1.2); Review deposition and trial testimony of witnesses in asbestos cases (2.4); Telephone call with R. Finke regarding memos and upcoming meetings to discuss strategy (.4).	
08/21/01	Flatley	3.20
	Preparation for conference call (0.6); conference call with T. Hardy, R. Finke, R. Senftleben, D. Kuchinsky, et al. (1.8); e-mails re: Washington, D.C. meeting (0.2); follow-up with D. Cameron and J. Restivo (0.6).	
08/21/01	Haines	.10
	Memorandum re: Boston document review.	
08/21/01	Restivo	3.20
	Review new studies, press releases, correspondence; redraft assignment flow chart; telephone calls with R. Finke.	
08/22/01	Cameron	6.10
	Prepare for and participate in conference call with Grace in-house counsel, K&E regarding witnesses (1.8); Prepare for and meet with J. Restivo and L. Flatley regarding 8/23 strategy meeting (.8); Prepare for 8/23 meeting with counsel regarding attic insulation cases (2.6); Finalize summary/recommendations memo regarding attic insulation cases and cover memo to Grace (.9).	
08/22/01	Flatley	1.10
	Calls with J. Restivo and later with D. Cameron re: possible Washington meeting (0.2); met with J. Restivo and D. Cameron to prepare for meeting (0.9).	
08/22/01	Haines	4.70
	Review scanning proposals, status of Lason scanning project; status of attic review and production; corrections to database; memos to Goldbach; memo, telephone call to Trevelise; memo to Atkinson.	

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 9

Date	Name		Hours
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08/22/01	Restivo	Conference call with A. Trevelise re document production (0.5); preparation for D.C. strategy meeting (1.0); finalize work flow chart (1.0)	2.50
08/23/01	Cameron	Prepare for and meet with J. Restivo, R. Finke and Grace lawyers in Washington, D.C. regarding attic insulation case strategy and meet with J. Restivo for post-meeting summary.	8.00
08/23/01	Haines	Prepare for meeting at Casner re: document review project; telephone calls, memos, conference Trevelise re: same.	7.90
08/23/01	Restivo	Travel to/from D.C.; strategy meeting with T. Hardy, R. Finke, et al.	8.00
08/23/01	Trevelise	Review file materials and memoranda in preparation for meeting re: document review; telephone calls with M. Murphy re: same; conference with B. Tracey re: same; meeting with R. Finke and C. Sullivan re: same.	3.30
08/24/01	Bentz	Review of materials regarding Libby studies.	.50
08/24/01	Cameron	Organize materials for meeting with consultants and counsel (1.1); revise fee application materials (.90); prepare memos summarizing 8/23 meeting and various conference calls (1.7); review recent news reports from Grace (.40).	4.10
08/24/01	DelSole	Receipt and review of media reports regarding vermiculate and Libby; review of information regarding ATSDR action.	.50
08/24/01	Flatley	Call with D. Cameron (.30); review correspondence (.20).	.50

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 10

Date	Name	Hours
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08/24/01	Haines	8.00
	Prepare for and attend meeting with R. Murphy, M. Murphy, Chris Sullivan, Andy Trevelise, HRO personnel at Casner re: document review project.	
08/24/01	Trevelise	7.30
	Attend meeting at Casner & Edwards with R. Finke, C. Sullivan, B. Murphy, M. Murphy, C. Latuda, B. Tracey and S. Haines re: document review and production project and issues.	
08/26/01	Cameron	3.30
	Organize and revise fee petition materials (.60); prepare memoranda regarding meeting summaries (.80); review expert witness files (1.90).	
08/27/01	Bentz	2.50
	Review of materials regarding Libby testing and testing protocols.	
08/27/01	Cameron	6.10
	Prepare for 8/28 meeting with R. Finke and T. Hardy regarding attic insulation cases (2.7); Finalize fee application for filing (1.8); Telephone call and e-mails with R. Finke regarding various issues in attic insulation cases (.8); Review Restivo summary of meetings and open issues (.8).	
08/27/01	Flatley	.20
	With J. Restivo (.10); with J. Bentz (.10).	
08/27/01	Haines	6.10
	Draft and revise RFP for scanning project; multiple e-mails, telephone calls re: same; prepare follow-up list for items raised at 8/24/01 Casner meeting; research, telephone calls re: Lason bankruptcy.	
08/27/01	Restivo	2.00
	Dictate Things To Do memos; read new material	
08/27/01	Trevelise	1.00
	Telephone call with Jim Restivo re: meeting concerning document review, review memorandum from Restivo; draft memorandum re: Boston document review meeting.	

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 11

Date	Name		Hours
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08/28/01	Bentz	Review of materials regarding witness interviews and attic insulation strategy.	1.30
08/28/01	Cameron	Prepare for and attend meeting in Pittsburgh with R. Finke and T. Hardy regarding attic insulation cases.	8.00
08/28/01	Haines	Revisions to RFP, telephone calls re: same; review and revise memo summarizing 8/24/01 meeting at Casner.	4.10
08/28/01	Restivo	Review newest correspondence, pleadings, e-mails	1.20
08/28/01	Trevelise	Review correspondence re: Lason contract and forward copy of same to R. Finke; review Request for Proposal for scanning and conference with S. Haines re: same, review and revise memorandum re: Document Review Meeting and Project.	.60
08/28/01	Warren	Review, edit and prepare fee application and related documents; telephone calls to and from D. Cameron's office in re: to same; attention service list; telephone calls to Parcel's Inc. in re: to same.	1.30
08/29/01	Bentz	Conference with L. Flatley regarding document review and strategy.	1.70
08/29/01	Cameron	Telephone call with R. Finke and review materials from 8/29 meeting (1.2); Prepare summary of meeting and action plan regarding same (.9); Review Restivo memo and prepare for meeting regarding attic insulation cases (1.3).	3.40

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 12

Date	Name		Hours
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08/29/01	Flatley	Review correspondence and various media and medical articles (2.90); review claims forms (1.50); e-mails to J. Restivo, D. Cameron, et al. (.40); documents review (1.40); call with W. Sparks (.10); with J. Bentz (.10); with D. Cameron (.20).	6.60
08/29/01	Haines	Telephone calls, e-mails IBM re: scanning proposals.	1.70
08/29/01	Restivo	Meeting with D. Cameron; begin review of Canadian report	1.50
08/29/01	Trevelise	Review correspondence and telephone calls re: assembly of information on costs of documents reviewed.	.20
08/30/01	Bentz	Review of historical documents in preparation of defense of attic insulation cases.	3.80
08/30/01	Cameron	Prepare for and participate in telephone conference with A. Running and R. Finke regarding expert issue and strategy and follow-up review of documents (1.2); Review materials for Grace document review (.8); Prepare for and meet with J. Restivo regarding various issues and strategy for attic insulation cases (.9); Review medical literature (1.3).	4.20
08/30/01	DelSole	Review of additional articles and internet sites regarding governmental activity regarding vermiculate and Libby mines; review of ATSDR report; conference with Attorney Cameron regarding same.	.80
08/30/01	Flatley	Call with A. Trevelise re: documents (.10); call with R. Senftleben and follow up, including circulating memorandum (.70); call with D. Cameron re: various issues (.30).	1.10

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 13

Date	Name		Hours
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08/30/01	Haines	Multi telephone calls to IBM re: scanning project.	.30
08/30/01	Rea	Reviewed material and correspondence re attic insulation cases	.30
08/30/01	Restivo	Continue review of Canadian publication on health effects	2.00
08/30/01	Trevelise	Review correspondence; telephone call with L. Flatley re: attorney document review; telephone call to D. Cameron re: information in document review project; telephone call to R. Finke and B. Tracey re: document review project and costs.	.50
08/31/01	Bentz	Review of historical case defense; review of documents and memoranda.	2.80
08/31/01	Cameron	Prepare and revise summary of meeting and possible project summary (1.9); Review claim form and comment (.8); Prepare for and participate in conference call with A. Trevelise and J. Restivo regarding document review and e-mail regarding same (.9).	3.60
08/31/01	DelSole	Conference with Attorney Restivo regarding case issues; initial review of case authority regarding successor liability.	1.00
08/31/01	Flatley	Review correspondence and organize (.40); call with A. Trevelise re: documents (.20); call with D. Cameron (.20).	.80
08/31/01	Haines	Multi memoranda re: staffing of document review project; memo re: scanning proposal.	1.30
08/31/01	Restivo	Conference call with D. Cameron and A. Trevelise re document review	.50

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893049
 Page 14

Date	Name		Hours
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08/31/01	Trevelise	Conference call with Restivo and Cameron re: document screening and review project; conference with Susan Haines re: status of Requests for Production; telephone call with D. Cameron re: cost of document review; review materials re: attorney review and forward to L. Flatley; telephone call with L. Flatley re: same.	1.00
TOTAL HOURS			296.60

TIME SUMMARY	Hours	Rate	Value
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Andrew J. Trevelise	18.80	at \$ 325.00 =	6,110.00
James J. Restivo Jr.	54.70	at \$ 390.00 =	21,333.00
Lawrence E. Flatley	31.40	at \$ 340.00 =	10,676.00
Douglas E. Cameron	115.90	at \$ 325.00 =	37,667.50
James W Bentz	28.00	at \$ 260.00 =	7,280.00
Traci Sands Rea	.60	at \$ 240.00 =	144.00
Stephen J. DelSole	4.80	at \$ 250.00 =	1,200.00
M. Susan Haines	40.50	at \$ 135.00 =	5,467.50
Maureen L. Atkinson	.60	at \$ 110.00 =	66.00
Keith D. Warren	1.30	at \$ 130.00 =	169.00

CURRENT FEES 90,113.00

TOTAL BALANCE DUE UPON RECEIPT \$ 90,113.00
 =====

REED SMITH LLP
PO Box 360074M
Pittsburgh, PA 15251-6074
Tax ID# 25-0749630

W.R Grace & Co.
One Town Center Road
Boca Raton, FL 33486

Invoice Number 893054
Invoice Date 09/25/01
Client Number 172573

=====

Re: W. R. Grace & Co.

(60026) Special Abestos Counsel

Expenses 4,048.11

TOTAL BALANCE DUE UPON RECEIPT \$ 4,048.11
=====

REED SMITH LLP
 PO Box 360074M
 Pittsburgh, PA 15251-6074
 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number 893054
 Invoice Date 09/25/01
 Client Number 172573
 Matter Number 60026

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Re: (60026) Special Abestos Counsel

FOR COSTS ADVANCED AND EXPENSES INCURRED:

06/14/01	617-542-3025/BOSTON, MA/18	2.73
06/18/01	561-362-1533/BOCA RATON, FL/18	2.71
06/25/01	215-851-8250/PHILA, PA/16	1.26
06/25/01	561-362-1533/BOCA RATON, FL/4	.53
06/27/01	561-362-1533/BOCA RATON, FL/1	.15
07/02/01	Secretarial Overtime	60.00
07/15/01	Telephone Expense	1.45
07/23/01	215-851-8250/PHILA, PA/10	.79
07/24/01	214-978-3085/DALLAS, TX/1	.09
07/24/01	561-362-1533/BOCA RATON, FL/2	.22
07/25/01	214-978-3085/DALLAS, TX/14	2.03
07/25/01	215-851-8250/PHILA, PA/8	.60
07/30/01	561-362-1533/BOCA RATON, FL/3	.37
07/30/01	Westlaw	5.00
07/30/01	Westlaw	7.33
07/30/01	Air Travel - RESTIVO/JAMES J 02AUG PIT OR	1014.00
07/31/01	561-362-1932/BOCA RATON, FL/4	.56

172573 W. R. Grace & Co.
60026 Special Abestos Counsel
September 25, 2001

Invoice Number 893054
Page 2

07/31/01	561-362-1932/BOCA RATON, FL/3	.44
08/01/01	ATTY # 1847; 28 COPIES	4.20
08/01/01	ATTY # 0349; 50 COPIES	7.50
08/01/01	ATTY # 0559; 32 COPIES	4.80
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08/06/01	ATTY # 0349; 80 COPIES	12.00
08/06/01	ATTY # 0235; 5 COPIES	.75
08/06/01	ATTY # 0235; 1 COPIES	.15
08/06/01	561-362-1661/BOCA RATON, FL/7	1.01
08/06/01	561-362-1533/BOCA RATON, FL/5	.71
08/06/01	561-362-1682/BOCA RATON, FL/12	1.78
08/06/01	312-861-6369/CHICAGO, IL/3	.40
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08/06/01	ATTY # 0349: 6 COPIES	.90
08/06/01	ATTY # 0349: 6 COPIES	.90
08/06/01	ATTY # 0178: 24 COPIES	3.60
08/06/01	ATTY # 0235: 12 COPIES	1.80
08/07/01	ATTY # 0235; 1 COPIES	.15

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893054
 Page 3

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08/07/01	ATTY # 0559: 1 COPIES	.15
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08/08/01	ATTY # 0349; 76 COPIES	11.40
08/08/01	ATTY # 0349: 1 COPIES	.15
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08/09/01	Air Travel Expense - - DOUGLAS E. CAMERON 7/30/01 CHICAGO	1014.00
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08/09/01	ATTY # 0349: 3 COPIES	.45
08/09/01	ATTY # 0349: 6 COPIES	.90
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172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893054
 Page 4

08/14/01	Taxi Expense - - Restivo, CHICAGO 8/2/01	43.00
08/14/01	Transportation - -Restivo, CHICAGO 8/2/01	16.00
08/14/01	Meal Expense - - Restivo, CHICAGO 8/2/01	5.00
08/14/01	Meal Expense - -Cameron, CHICAGO 8/6/01	21.00
08/14/01	Taxi Expense - -CAmeron, CHICAGO 8/6/01	46.00
08/14/01	Mileage Expense - - Cameron, 8/6/01	14.88
08/14/01	Transportation - - Cameron - parking 8/6/	16.00
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08/16/01	ATTY # 0559: 3 COPIES	.45

172573 W. R. Grace & Co.
60026 Special Abestos Counsel
September 25, 2001

Invoice Number 893054
Page 5

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08/16/01	Courier Service UPS	14.98
08/16/01	Courier Service UPS	21.06
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08/16/01	ATTY # 0349: 1 COPIES	.15

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 September 25, 2001

Invoice Number 893054
 Page 6

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08/17/01	ATTY # 0349; 334 COPIES	33.40
08/17/01	ATTY # 0349; 135 COPIES	13.50
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08/18/01	Secretarial Overtime	135.00
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September 25, 2001

Invoice Number 893054
Page 7

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September 25, 2001

Invoice Number 893054
Page 8

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172573 W. R. Grace & Co.
60026 Special Abestos Counsel
September 25, 2001

Invoice Number 893054
Page 9

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172573 W. R. Grace & Co.
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September 25, 2001

Invoice Number 893054
Page 10

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 September 25, 2001

Invoice Number 893054
 Page 11

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172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 September 25, 2001

Invoice Number 893054
 Page 12

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08/30/01	TAXI'S RE: TRAVEL TO BOSTON AND MEET RE: DOCUMENT REVIEW AND PRODUCTION 8/23- 8/25/01- ANDREW TREVELISE	35.00
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CURRENT EXPENSES

4,048.11

172573 W. R. Grace & Co.
60026 Special Abestos Counsel
September 25, 2001

Invoice Number 893054
Page 13

TOTAL BALANCE DUE UPON RECEIPT \$ 4,048.11
=====

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

AFFIDAVIT OF SERVICE

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

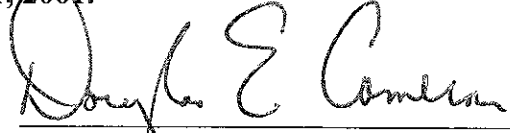
Douglas E. Cameron, being duly sworn according to law, deposes and says that he is employed by the law firm of Reed Smith LLP, and that on the 27th day of September, 2001, he caused a copy of the following document(s) to be served upon the attached service list in the manner indicated:

1. Notice of Filing of First Fee Application;
2. Summary of the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Second Monthly Interim Period from August 1, 2001 through August 31, 2001; and

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

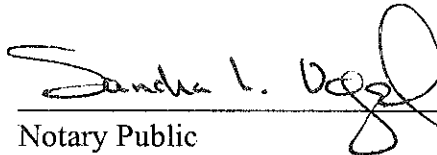
3. **Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Products Liability Defense Counsel to Debtors, for the Second Monthly Interim Period from August 1, 2001 through August 31, 2001.**

Dated: September 27, 2001



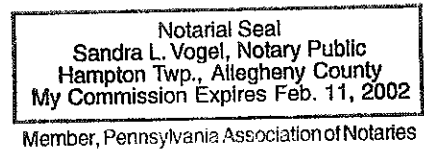
Douglas E. Cameron

Sworn and subscribed before me this
27th day of September, 2001



Notary Public

My Commission Expires: 2/11/02



Grace Fee Applications Service List

Case Number: 01-1139 (JJF)

Document Number: 23451

May 30, 2001

04 - Hand Delivery

08 - Federal Express

(Counsel to Debtors and Debtors
in Possession)

Laura Davis Jones, Esquire

David Carickhoff, Esquire

Pachulski, Stang, Ziehl, Young & Jones, P.C.

919 North Market Street, 16th Floor

P. O. Box 8705

Wilmington, DE 19899-8705

(Counsel to Debtors and Debtors
in Possession)

Hamid R. Rafatjoo, Esquire

Pachulski, Stang, Ziehl, Young & Jones, P.C.

10100 Santa Monica Boulevard

Los Angeles, CA 90067-4100

(Parcels)

Vito I. DiMaio

Parcels, Inc.

10th & King Streets

P. O. Box 27

Wilmington, DE 19899

Hand Delivery

(Local Counsel to DIP Lender)

Steven M. Yoder, Esquire

The Bayard Firm

222 Delaware Avenue, Suite 900

P. O. Box 25130

Wilmington, DE 19899

Hand Delivery

(Local Counsel to Asbestos Claimants)

Matthew G. Zaleski, III, Esquire

Campbell & Levine, LLC

Chase Manhattan Center

1201 Market Street, 15th Floor

Wilmington, DE 19899

Hand Delivery

(Counsel for Property Damage Claimants)

Michael B. Joseph, Esquire

Ferry & Joseph, P.A.

824 Market Street, Suite 904

Wilmington, DE 19899

Hand Delivery

(Counsel to Official Committee of
Unsecured Creditors)

Michael R. Lastowski, Esquire

Duane, Morris & Heckscher, LLP

1100 North Market Street, Suite 1200

Wilmington, DE 19801-1246

Federal Express

(Counsel to Debtor)

James H.M. Sprayregen, Esquire

James Kapp, III, Esquire

Kirkland & Ellis

200 East Randolph Drive

Chicago, IL 60601

Federal Express

(United States Trustee)

Frank J. Perch, Esquire

Office of the United States Trustee

601 Walnut Street, Curtis Center

Suite 950 West

Philadelphia, PA 19106

Federal Express

(W. R. Grace & Co.)
David B. Siegel
W. R. Grace & Co.
7500 Grace Drive
Columbia, MD 21044

Federal Express

(Official Committee of Personal
Injury Claimants)
Elihu Inselbuch, Esquire
Rita Tobin, Esquire
Caplin & Drysdale, Chartered
399 Park Avenue, 36th Floor
New York, NY 10022

Federal Express

(Official Committee of Unsecured Creditors)
Lewis Kruger, Esquire
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982

Federal Express

(Official Committee of Property Damage
Claimants)
Scott L. Baena, Esquire
Member
Bilzin Sumberg Dunn Baena Price &
Axelrod LLP
First Union Financial Center
200 S. Biscayne Boulevard, Suite 2500
Miami, FL 33131

Federal Express

(Counsel to DIP Lender)
J. Douglas Bacon, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago, IL 60606

Federal Express

(Counsel to Official Committee of
Unsecured Creditors)
William S. Katchen, Esquire
Duane, Morris & Heckscher LLP
1 Riverfront Plaza, 2nd Floor
Newark, NJ 07102

Federal Express

(Counsel to Equity Committee)
Thomas Moers Mayer
Kramer, Levin, Naftalis & Frankel, LLP
919 Third Avenue
New York, NY 10022